

B1 (Official Form 1)(4/10)

# United States Bankruptcy Court District of Nevada

## Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):  
**FX Luxury Las Vegas I, LLC**

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years  
(include married, maiden, and trade names):

**FKA Metroflag BP, LLC**

All Other Names used by the Joint Debtor in the last 8 years  
(include married, maiden, and trade names):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN  
(if more than one, state all)

**26-0022675**

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN  
(if more than one, state all)

Street Address of Debtor (No. and Street, City, and State):

**650 Madison Avenue  
New York, NY**

ZIP Code

**10022**

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP Code

County of Residence or of the Principal Place of Business:

**New York**

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

**7935 West Sahara Avenue  
Suite 102  
Las Vegas, NV**

ZIP Code

**89117**

Mailing Address of Joint Debtor (if different from street address):

ZIP Code

Location of Principal Assets of Business Debtor  
(if different from street address above):

**162-21-301-001, 162-21-301-003, 162-21-301-009, 162-21-301-014,  
162-21-301-016 through 162-21-201-020**

### Type of Debtor (Form of Organization) (Check one box)

- ☐ Individual (includes Joint Debtors)  
*See Exhibit D on page 2 of this form.*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

### Nature of Business (Check one box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

### Tax-Exempt Entity

- (Check box, if applicable)
- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

### Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

### Nature of Debts (Check one box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ☒ Debts are primarily business debts.

### Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Check one box:

### Chapter 11 Debtors

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
- Check if:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).
- Check all applicable boxes:
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

### Statistical/Administrative Information

- ☐ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☒ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

### Estimated Number of Creditors

- |                               |   |                                  |                                  |                                      |                                       |  |  |   |                                       |
|-------------------------------|---|----------------------------------|----------------------------------|--------------------------------------|---------------------------------------|--|--|---|---------------------------------------|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 100-199 | <input type="checkbox"/> 200-999 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> 25,001-50,000 | <input type="checkbox"/> 50,001-100,000 | <input type="checkbox"/> OVER 100,000 |
|-------------------------------|---|----------------------------------|----------------------------------|--------------------------------------|---------------------------------------|--|--|---|---------------------------------------|

### Estimated Assets

- |  |  |   |   |  |   |  |  |   |  |
|--|--|---|---|--|---|--|--|---|--|
| <input type="checkbox"/> \$0 to \$50,000 | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input checked="" type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |
|--|--|---|---|--|---|--|--|---|--|

### Estimated Liabilities

- |  |  |   |   |  |   |  |  |   |  |
|--|--|---|---|--|---|--|--|---|--|
| <input type="checkbox"/> \$0 to \$50,000 | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input checked="" type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |
|--|--|---|---|--|---|--|--|---|--|

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**FX Luxury Las Vegas I, LLC****All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)**

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)**

Name of Debtor:

**- None -**

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>FX Luxury Las Vegas I, LLC</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Deanna L. Forbush</u>          Signature of Attorney for Debtor(s)  <b>Deanna L. Forbush</b>          Printed Name of Attorney for Debtor(s)  <b>FOX ROTHSCHILD, LLP</b>          Firm Name  <b>3883 Howard Hughes Parkway</b>  <b>Suite 500</b>  <b>Las Vegas, NV 89169</b>          Address  <b>702-262-6899 Fax: 702-597-5503</b>          Telephone Number  <b>April 21, 2010</b>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Mitchell Nelson</u>          Signature of Authorized Individual  <b>Mitchell Nelson</b>          Printed Name of Authorized Individual  <b>President</b>          Title of Authorized Individual  <b>April 21, 2010</b>          Date</p>	

**WRITTEN CONSENT OF THE SOLE MEMBER, IN LIEU OF A MEETING  
OF  
FX LUXURY LAS VEGAS I, LLC**

The undersigned FXL, INC., a Delaware corporation, which is the managing member (the “**Managing Member**”) of FX LUXURY, LLC, a Delaware limited liability company (the “**Sole Member**”), pursuant to the resolutions previously adopted by FX REAL ESTATE AND ENTERTAINMENT, INC., a Delaware corporation (“**FXRE**”), which at the time of adopting said resolutions was the sole managing member of the Sole Member, which Sole Member was and presently is the sole member of FX LUXURY LAS VEGAS I, LLC, a Nevada limited liability company (the “**Company**”), hereby consents to the taking of the following actions by the Company and hereby adopts, by written consent, in lieu of a meeting, the following resolutions:

“**WHEREAS**, the Company, owns approximately 17.71 contiguous acres of land located on the “Las Vegas Strip” at the southeast corner of Las Vegas Boulevard and Harmon Avenue in Las Vegas, Nevada (collectively, the “**Las Vegas Properties**”);

**WHEREAS**, the Las Vegas Properties, are encumbered by liens securing loans having an aggregate principal balance of approximately \$454 million as of the date hereof, including (i) two-tranche senior secured first priority loans in the current principal amount of approximately \$259 million (the “**First Lien Loan**”) made by the first lien lenders pursuant to that certain Amended and Restated Credit Agreement, dated as of July 6, 2007, among the Company, FX LUXURY LAS VEGAS II, LLC, a Nevada limited liability company (“**FX II**”) and FX LUXURY LAS VEGAS PARENT, LLC, a Delaware limited liability company (“**FX Parent**”) (collectively, the “**Loan Parties**”), and such first lien lenders, and (ii) secured second priority loans in the current principal amount of approximately \$195 million (the “**Second Lien Loan**”; and together with the First Lien Loan, the “**Loans**”) made by the second lien lenders pursuant to that certain Amended and Restated Credit Agreement, dated as of July 6, 2007, among the Loan Parties, and such second lien lenders;

**WHEREAS**, the Loan Parties have been in default under the Loans since September 30, 2008 (with the exception of November 25, 2008 through December 19, 2008 during which a temporary waiver of default was in effect) and the Loans matured on January 6, 2009;

**WHEREAS**, pursuant to the consent previously granted by the Board of Directors of FXRE, which at the time of granting such consent was the sole managing member of the Sole Member, Sole Member authorized and directed the Loan Parties to, and the Loan Parties have entered into that certain Lock Up and Plan Support Agreement, dated as of October 27, 2009 (the “**Lock Up Agreement**”) with LIRA Property Owner LLC (“**LPO**”), LIRA LLC (“**LIRA**”), Landesbank Baden-Württemberg, New York Branch (as successor-in-interest to Credit Suisse, Cayman Islands Branch, the “**First Lien Agent**”) and the first lien lenders (hereinafter collectively, the “**Lock Up Parties**”), for the purpose of pursuing an orderly liquidation of the assets of the Loan Parties for the benefit of their creditors;

**WHEREAS**, pursuant to (i) the Certificate of Merger filed with the State of Delaware Secretary of State on November 5, 2009, and (ii) the Articles of Merger filed with the State of Nevada Secretary of State on November 5, 2009, FX Parent was merged into the Company;

**WHEREAS**, pursuant to the Articles of Merger filed with the State of Nevada Secretary of State on November 5, 2009, FX II was merged into the Company;

**WHEREAS**, pursuant to the terms of the Lock Up Agreement, the Company (A) has (i) entered into the Plan Funding Agreement the terms of which are materially set forth in Exhibit B-2 to the Lock Up Agreement, and (ii) entered into an Escrow Agreement; and (B) was prepared to (i) solicit the votes of the first lien lenders to the proposed plan of liquidation in accordance with the terms of the plan term sheet attached to the Lock Up Agreement as Exhibit B-1, (ii) file a voluntary petition under Chapter 11 of the United States Code, 11 U.S.C. §101, *et seq.* (the "**Bankruptcy Code**"), (iii) market the Properties for sale at an auction consistent with the terms of Exhibit B-3 to the Lock Up Agreement, (iv) seek the entry of the interim cash collateral order in substantially the same form as attached to the Lock Up Agreement in Exhibit D, (v) seek the confirmation of the plan contemplated by the Lock Up Agreement, and (vi) pursue and perform all other actions that may be related or incidental to the administration by the Company of its Chapter 11 case and the operation of its business as debtor in possession (all of the items referred to in clauses (A) and (B) of this paragraph are hereinafter collectively referred to as the "**Actions**");

**WHEREAS**, following the execution of the Lock Up Agreement, the Lock Up Parties entered into discussions with the second lien lenders to explore the possibility of a consensual, three-party arrangement with respect to the filing of the prepackaged case and, in connection therewith, the first lien lenders, the First Lien Agent, the second lien lenders, NexBank, SSB, as administrative agent and collateral agent under the Second Lien Loan, the Company and LIRA entered into that certain Lock Up and Plan Support Agreement (as amended, supplemented or otherwise modified, the "**Tri-Party Lock Up Agreement**"), dated as of December 18, 2009;

**WHEREAS**, contemporaneously with the execution of the Tri-Party Lock Up Agreement, the Lock Up Parties executed that certain Standstill Agreement (the "**Standstill Agreement**"), dated as of December 18, 2009, pursuant to which the Lock Up Parties agreed *inter alia* (i) to defer and stay the Actions and certain other activity required to be undertaken under the Lock Up Agreement and the documents executed and delivered in connection therewith to allow for the negotiation and documentation of the transactions contemplated by the Tri-Party Lock Up Agreement and (ii) to preserve the Lock Up Agreement and, in the event of the termination of the Tri-Party Lock Up Agreement, to proceed with the transactions contemplated thereby (with certain modifications and amendments), in each case, on the terms and conditions set forth in the Standstill Agreement;

**WHEREAS**, the parties to the Tri-Party Lock Up Agreement were unable to reach agreement on the documentation and transactions contemplated thereunder and on February 12, 2010, the Tri-Party Lock Up Agreement automatically terminated pursuant to the terms thereof;

**WHEREAS**, pursuant to the requirements of the Standstill Agreement, the Company intends to enter into: (i) the First Amendment to the Lock Up and Plan Support Agreement, (ii)



the Second Amended and Restated Escrow Agreement, and (iii) the First Amendment to the Plan Funding Agreement (hereinafter collectively, the “**Amendments**”) and the Sole Member has determined that it is in the best interests of the Company to enter into such Amendments;

**WHEREAS**, the Sole Member was presented with a proposed petition to be filed by the Company in the United States Bankruptcy Court for the District of Nevada seeking relief under the provisions of Chapter 11 of the Bankruptcy Code, in which the authority to operate as a debtor in possession will be sought and the Sole Member has determined that it is in the best interests of the Company to file such petition;

**WHEREAS**, the Sole Member has determined that taking all of the other Actions or ratifying any previously taken Actions is in the best interests of the Company;

**WHEREAS**, the Sole Member desires to appoint Mitchell J. Nelson as the President of the Company; and

**WHEREAS**, the Sole Member of the Company, desires to authorize Mitchell J. Nelson (“**Authorized Signatory**”), as the President of the Company, to enter into, execute and deliver any and all Amendments, agreements, documents, petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, instruments or certificates necessary in connection with the Actions on behalf of the Company (the “**Transaction Documents**”);

**NOW THEREFORE, BE IT RESOLVED**, that the Company is hereby authorized to file a petition seeking relief under the provisions of Chapter 11 of the Bankruptcy Code, in which the authority to operate as a debtor in possession will be sought;

**AND IT IS FURTHER RESOLVED**, that the Company is hereby authorized to (i) perform the Actions, and (ii) file, enter into, execute, seek entry of and deliver any and all Transaction Documents;

**AND IT IS FURTHER RESOLVED**, that all previously taken Actions and the previous filing, entering into, execution and delivery of the Lock Up Agreement and any Transaction Documents by the Company (and by FX II and FX Parent) are hereby approved and ratified;

**AND IT IS FURTHER RESOLVED**, that Mitchell J. Nelson is hereby appointed as the President of the Company;

**AND IT IS FURTHER RESOLVED**, that the Authorized Signatory was and is hereby authorized and directed to execute, deliver and perform, on behalf of the Company (and if applicable, on behalf of FX II and FX Parent) the Lock Up Agreement, the Transaction Documents (including any previously entered into, executed and delivered Lock Up Agreement and Transaction Documents), all in the forms heretofore approved, with all such changes, modifications or amendments thereto as such Authorized Signatory may approve or has approved, such Authorized Signatory’s execution thereof to be conclusive evidence of such Authorized Signatory’s approval and the approval of the Company;

**AND IT IS FURTHER RESOLVED**, that the Authorized Signatory was, be, and hereby is, authorized and directed, in the name and on behalf of the Company (and if applicable,

on behalf of FX II and FX Parent), to take or cause to be taken any such action as such Authorized Signatory deemed or deems necessary or advisable to effectuate the Actions and the purposes and intentions of the foregoing resolutions, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action which he may deem necessary, proper or desirable in connection with the Actions;

**AND IT IS FURTHER RESOLVED**, that the law firm of Fox Rothschild, LLP be, and hereby is, employed under a general retainer pursuant to Section 327(a) of the Bankruptcy Code as attorneys for the Company;

**AND IT IS FURTHER RESOLVED**, that the law firm of Greenberg Traurig, LLP be, and hereby is, employed as special counsel to the Company pursuant to Section 327(e) of the Bankruptcy Code;

**AND IT IS FURTHER RESOLVED**, that the Company is hereby authorized to retain certain other professionals as may be necessary throughout the Bankruptcy case;

**AND IT IS FURTHER RESOLVED**, that all actions taken by the Authorized Signatory prior to the date of this written consent in connection with the Actions, the Lock Up Agreement, the Transaction Documents and any other documents, certificates, instruments or agreements in connection therewith, are hereby approved, confirmed, ratified and reaffirmed in all respects; and

**AND IT IS FURTHER RESOLVED**, that all actions taken by the Authorized Signatory prior to the date of this written consent in connection with the matter approved by the foregoing resolutions are hereby approved, confirmed and ratified in all respects."

[signatures appear on the following page]

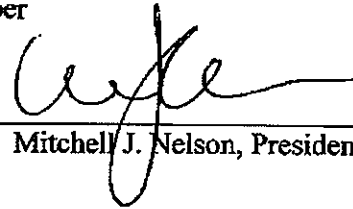
[signature page to written consent of sole member of FX Luxury Las Vegas I, LLC]

Executed as of the 20th day of April, 2010.

**FX LUXURY, LLC**, a Delaware limited liability  
company, as sole member of the Company

By: **FXL, INC.**, a Delaware corporation, its Managing  
Member

By: \_\_\_\_\_



Mitchell J. Nelson, President

MIA 180,938,689v9 4-20-10



B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor

Case No. \_\_\_\_\_

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	137,700,000.00		
B - Personal Property	Yes	4	1,936,791.83		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		268,115,868.07	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		185,767.29	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	13		224,266,401.39	
G - Executory Contracts and Unexpired Leases	Yes	7			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		30			
Total Assets			139,636,791.83		
Total Liabilities				492,568,036.75	

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor(s)

Case No.

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
12345, Inc. dba One Stop Market 5610 South Valley View Blvd. Suite 112 Las Vegas, NV 89118	Fax (702) 369-6635 12345, Inc. dba One Stop Market 5610 South Valley View Blvd. Las Vegas, NV 89118	Tenant security deposit units 101-102, held in Receiver's bank account	Contingent Unliquidated	25,680.00
7-Eleven 5820 Stoneridge Mill Road Pleasanton, CA 94566	Fax (972) 828-1043 7-Eleven 5820 Stoneridge Mill Road Pleasanton, CA 94566	Tenant security deposit unit 101A, held in Receiver's bank account	Contingent Unliquidated	31,121.00
Arelni Modulares 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	Fax (702) 798-7490 Arelni Modulares 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	Tenant security deposit unit 3729, held in Receiver's bank account	Contingent Unliquidated	86,313.60
Arelni, LLC dba Viva Vegas Gifts 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	arelnilc@gmail.com Arelni, LLC dba Viva Vegas Gifts 2000 South Las Vegas Blvd. Las Vegas, NV 89104-2507	Tenant security deposit units 104-106, held in Receiver's bank account	Contingent Unliquidated	36,000.00
Blatteis & Schnur, Inc. 1940 Century Park East #200 Los Angeles, CA 90067	Fax (310) 282-5311 Blatteis & Schnur, Inc. 1940 Century Park East #200 Los Angeles, CA 90067	Leasing commission to broker		\$20,000.00
Crazy Eli/Fabulous Vegas, LLC 6130 West Flamingo Road, Suite 402 Las Vegas, NV 89103	Fax (702) 382-3005 Crazy Eli/Fabulous Vegas, LLC 6130 West Flamingo Road, Suite 402 Las Vegas, NV 89103	Tenant security deposit units 101B, 102 and 103, held in Receiver's bank account	Contingent Unliquidated	96,337.00
Eli Elezia and Pini Cabvz dba Photo Lab 5160 South Valley View Blvd. Suite 112 Las Vegas, NV 89118	Fax (702) Eli Elezia and Pini Cabvz dba Photo Lab 5160 South Valley View Blvd. Suite 112 Las Vegas, NV 89118	Tenant security deposit unit 109, held in Receiver's bank account	Contingent Unliquidated	\$18,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Haynes & Boone, LLP Attn: Lenard M. Parkins 1221 Avenue of the Americas, 26th Floor New York, NY 10022-1007	Fax (212) 884-9226 Haynes & Boone, LLP Attn: Lenard M. Parkins 1221 Avenue of the Americas, 26th Floor New York, NY 10022-1007	Legal Fees Loan Agreement Restructure		82,573.00
HGD, Inc. dba Tamba Restaurant 3743 South Las Vegas Blvd. Suite 205 Las Vegas, NV 89109	Fax (702) 798-7490 HGD, Inc. dba Tamba Restaurant 3743 South Las Vegas Blvd. Las Vegas, NV 89109	Tenant security deposit unit 205, held in Receiver's bank account	Contingent Unliquidated	24,000.00
Higuchi Developer, Inc. dba T-Shirts Plus 5160 S. Valley View Blvd. Suite 112 Las Vegas, NV 89118	Fax (702) 736-9473 Higuchi Developer, Inc. dba T-Shirts Plus 5160 S. Valley View Blvd. Las Vegas, NV 89118	Tenant security deposit units 107-108, held in Receiver's bank account	Contingent Unliquidated	24,000.00
ITCO Corporation 3765 South Las Vegas Blvd. Suite B-F Las Vegas, NV 89109	Fax (702) 891-8424 ITCO Corporation 3765 South Las Vegas Blvd. Suite B-F Las Vegas, NV 89109	Tenant security deposit unit 3765B-F, held in Receiver's bank account	Contingent Unliquidated	19,084.00
Landesbank Baden-Wurtemberg New York Branch 280 Park Ave., 31st Fl., West Bldg. Attn: Robert Dowling New York, NY 10017	Fax (212) 584-1759 Landesbank Baden-Wurtemberg New York Branch, Attn: Robert Dowling 280 Park Ave., 31st Fl., West Bldg. New York, NY 10017	APN Nos. 162-21-301-001, 162-21-301-003, 162-21-009, 162-21-301-14, 162-21-016 through 020		268,115,868.07 (value of security unknown)
Lochsa Engineering 6345 South Jones Blvd., Suite 100 Las Vegas, NV 89118	Fax (702) 365-9317 Lochsa Engineering 6345 South Jones Blvd., Suite 100 Las Vegas, NV 89118	Surveying and Engineering Costs		50,000.00
Nex Bank c/o Haynes and Boone, LLP Attn: Lenard M. Parkins 1221 Avenue of the Americas, 26th Fl. New York, NY 10020	Fax (972) 934-4790 NexBank, SSB 13455 Noel Road, Suite 2220 Attn: Jeff Scott Dallas, TX 75240	Second Lien		220,813,998.97
Sarja Narang Leather Look's 3755 South Las Vegas Blvd. Suite 103 Las Vegas, NV 89109	Fax (702) 731-9660 Sarja Narang Leather Look's 3755 South Las Vegas Blvd. Las Vegas, NV 89109	Tenant security deposit unit 103, held in Receiver's bank account	Contingent Unliquidated	24,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Sahara Land, Inc. dba Alan Albert's Steak House 3763 South Las Vegas Blvd. Suite EE Las Vegas, NV 89109	Fax: (702) 740-4435 Sahara Land, Inc. dba Alan Albert's Steak House 3763 South Las Vegas Blvd. Suite EE Las Vegas, NV 89109	Tenant security deposit units 3763C-G and 3763EE, held in Receiver's bank account	Contingent Unliquidated	20,000.00
The Cristcat Group, Inc. dba Zingers 2934 1/2 Beverly Glen Circle Suite 405 Sherman Oaks, CA 91403	Fax (818) 784-8189 The Cristcat Group, Inc. dba Zingers 2934 1/2 Beverly Glen Circle Sherman Oaks, CA 91403	Tenant security deposit unit 104, held in Receiver's bank account	Contingent Unliquidated	34,000.00
Thunderbolt Associates, LLC Harley Davidson Cafe Attn: Marc Packer 888 7th Avenue New York, NY 10126	Fax (212) 399-3263 Thunderbolt Associates, LLC Harley Davidson Cafe Attn: Marc Packer New York, NY 10126	Security deposit for building lease	Contingent Unliquidated	130,683.05
Yokahama Okadaya 3743 South Las Vegas Blvd. Suite 117A Las Vegas, NV 89109	Fax (702) 262-9625 Yokahama Okadaya 3743 South Las Vegas Blvd. Suite 117A Las Vegas, NV 89109	Tenant security deposit unit 117-A, held in Receiver's bank account	Contingent Unliquidated	26,784.00
Young Electric Sign Company P.O. Box 11676 Tacoma, WA 98411	Fax (702) 944-4500 Young Electric Sign Company P.O. Box 11676 Tacoma, WA 98411 (702) 876-8080	Purchase of sign/sign maintenance		50,000.00
YWS Architects 5005 West Patrick Lane Las Vegas, NV 89118	Fax (702) 255-3011 YWS Architects 5005 West Patrick Lane Las Vegas, NV 89118 (702) 243-5670	Architectural fees		156,102.00

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Mitchell Nelson, the President of FX Luxury Las Vegas I, LLC, the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 21, 2010

Signature /s/ Mitchell Nelson  
**Mitchell Nelson, President**  
**FX Luxury Las Vegas I, LLC**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
 18 U.S.C. §§ 152 and 3571.

B6A (Official Form 6A) (12/07)

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
17.72 contiguous acres of land (the "Properties") located on the world famous "Las Vegas Strip" at the southeast corner of Las Vegas Boulevard and Harmon Avenue in Las Vegas, Nevada and extending south almost to Tropicana Avenue. See Exhibit A.		-	137,700,000.00	268,115,868.07

\*\*\*Given the unique characteristics of the Properties, the Debtor is unable to determine the Properties' current fair market value, although in February 2010, one appraiser concluded that the liquidation value in a forced foreclosure scenario was approximately \$137.7 million. Nevertheless, pursuant to the Plan Funding Agreement, New Borrower has agreed to acquire the Properties for approximately \$260 million, composed of a \$15 million cash payment and a new first lien loan of approximately \$245 million if the contemplated auction of the assets does not take place because of lack of Qualified Bidders.\*\*\*

Sub-Total > **137,700,000.00** (Total of this page)

Total > **137,700,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash (Travelodge Daily Opening Cash Drawer)	-	1,500.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America Travel Lodge Account No. 0049-6161-2371 balance as of 03/30/10 This account is in control of Debtor's Management Company	-	205,313.98
		Bank of America, Operating Account No. 0049-6492-9401 balance as of 04/20/10 This is Debtor's Operating Account	-	178,049.72
3. Security deposits with public utilities, telephone companies, landlords, and others.		Tenant Security Deposits Held in Receiver Bank Account. Funds in this account may not be property of the bankruptcy estate.	-	767,133.47
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Replacement Value/GL Insurance for the Property.	-	0.00
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **1,151,997.17**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property



B6B (Official Form 6B) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

### SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Rent and other receivables dated 3/30/2010 (see attached) (collectability uncertain)	-	Unknown
		Dolly De Leon Judgment dated June 8, 2009	-	53,845.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **53,845.00**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

### SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See list of assets attached. (book value)	-	146,534.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid expenses and other current assets as of 03/30/10	-	545,302.00

Sub-Total > **691,836.00**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Prepaid insurance premium to Willis of Arizona, Inc. 11201 North Tatum Blvd. Suite 300 Phoenix, AZ 85028	-	39,113.66

Sheet 3 of 3 continuation sheets attached  
to the Schedule of Personal Property

Sub-Total > 39,113.66  
(Total of this page)  
Total > 1,936,791.83

(Report also on Summary of Schedules)

**ATTACHMENT QUESTION #16**

System: 3/30/2010 3:48:30 PM  
User Date: 3/30/2010

# AGED TRIAL BALANCE WITH OPTIONS - SUMMARY

FX Luxury Combined  
Receivables Management

Page: 1  
User ID: gmchenry

## Ranges:

Customer ID: First - Last  
Customer Class: First - Last  
Salesperson ID: First - Last  
Sales Territory: First - Last

Customer Name: First - Last  
Unit: First - Last  
Account Type: All  
Posting Date: First - 2/28/2010

Exclude: Credit Balance, Zero Balance, No Activity, Fully Paid Documents, Multicurrency Info  
Sorted: By Customer ID

		Current	31 - 60 Days	61 - 90 Days	91 and Over	Balance
1-2-3-4-5, Inc.	101-102	\$0.00	\$0.00	\$0.00	\$2,406.34	\$2,406.34
7-Eleven	101A	\$17,815.95	\$5,938.85	\$0.00	\$144,519.13	\$168,373.73
Adventure International, LLC	3735-A-B	(\$504.61)	\$271.05	\$335.72	\$13,913.15	\$14,015.31
Timothy Afzali dba Afzali Fashions	105	\$8,000.00	\$0.00	\$0.00	\$0.00	\$8,000.00
Areini	3735-C-D	\$5,179.19	\$2,057.53	\$2,548.44	\$2,806.89	\$12,592.05
Areini Modulars, LLC.	GE Modular	\$11,717.43	\$4,425.85	\$5,579.51	\$6,163.15	\$27,885.94
Avzelli	Cart W	\$0.00	\$29.56	\$0.00	\$602.76	\$632.31
Beauty Spa	Cart ZA	\$0.00	\$0.00	\$0.00	\$1,074.56	\$1,074.56
Beauty Spa, LLC	Cart T	\$0.00	\$0.00	\$0.00	\$5,504.87	\$5,504.87
Beauty Spa, LLC	124	\$420.00	\$0.00	\$0.00	\$350.00	\$770.00
Cheng Liu	Cart L	\$0.00	\$0.00	\$0.00	\$1,455.37	\$1,455.37
Christian Design Apparel - 118	118	\$6,044.20	\$0.00	\$0.00	\$38,974.28	\$45,018.48
Christian Design Apparel - M	Cart M	\$4,154.56	\$0.00	\$0.00	\$1,588.49	\$5,743.05
Christian Design Apparel - X	Cart X	\$2,654.56	\$0.00	\$0.00	\$1,588.49	\$4,243.05
Christian Design Apparel -119	119	\$8,954.74	\$0.00	\$0.00	\$38,913.35	\$49,868.09
Criscat Vegas Inc.	104	\$0.00	\$0.00	\$0.00	\$360.00	\$360.00
Criscat Vegas Inc.	Cart SW-1	\$0.00	\$0.00	\$0.00	\$1,213.70	\$1,213.70
Do It Mardi-Gras Style	Cart R	\$4,306.07	\$0.00	\$0.00	\$2,349.05	\$6,655.12
Dreambears, LLC	103	\$8,154.88	\$0.00	\$0.00	\$238.00	\$8,392.88
Dream Car Rentals, Inc.	3735-A	\$1,597.39	\$554.28	\$167.86	\$2,618.44	\$4,937.97
Dreamsport, LLC	101-102	\$14,938.65	\$0.00	\$0.00	\$287.17	\$15,225.82
Ell Elezra & Pini Labouz	109	\$0.00	\$0.00	\$0.00	\$1,203.17	\$1,203.17
Fatburger Corporation	3763-A	\$1,808.61	\$0.00	\$0.00	\$0.00	\$1,808.61
Fed Promotion Co.	120	\$11,705.26	\$0.00	\$0.00	\$28,640.62	\$40,345.78
Higuchi Developer, Inc.	107-108	\$0.00	\$0.00	\$0.00	\$2,406.34	\$2,406.34

System: 3/30/2010 3:48:30 PM  
 User Date: 3/30/2010

# AGED TRIAL BALANCE WITH OPTIONS - SUMMARY

FX Luxury Combined

Page: 2  
 User ID: gmccherry

	Current	31 - 60 Days	61 - 90 Days	91 and Over	Balance
Hot Hats					
ITCO Corporation		\$0.22	\$0.11	\$0.00	\$0.44
LCGJ Enterprises		\$711.18	\$0.00	\$0.00	\$711.18
McDonalds		\$18,000.00	\$150.00	\$0.00	\$20,870.50
Impulz d/b/a Miche Bag		\$11,329.38	\$0.00	\$0.00	\$11,329.38
Nevada Cell		\$0.00	\$0.00	\$0.00	\$0.00
Nevada Cell, Inc. dba Wiggly Worm		\$2,500.00	\$3,202.28	\$0.00	\$5,702.28
Rant and Rave		\$1,322.88	\$0.00	\$0.00	\$1,322.88
Raptor, LLC.		\$5,654.56	\$0.00	\$0.00	\$5,654.56
Sarja Narang		(\$335.32)	\$0.00	\$0.00	\$0.00
Maruti T-Shirts and Caps		\$18,595.90	\$0.00	\$0.00	\$18,595.90
Vegas Styles, Inc.		\$54.56	\$0.00	\$0.00	\$54.56
Visions of Africa		\$0.00	\$0.00	\$0.00	\$0.00
Fortune 18, LLC d/b/a What's Hot in Hollywood		\$0.00	\$0.00	\$0.00	\$0.00
Grand Totals:	Customers 39	Current \$185,924.86	31 - 60 Days \$16,629.31	61 - 90 Days \$8,631.53	\$1 and Over \$330,631.13
					Balance \$521,816.83



**ATTACHMENT QUESTION #28**

② SEE TRAVEL LOGS INVENTORY (ATTACHED)

## Travelodge In-Room Inventory Count Sheet

Sheet No.	101809	Date	10/18/2009	
Performed By	Liz Morales	Department	In-Room #104-348	
Inventory No.	Item Description	Color/description	Quantity	Location
	King mattresses	vary	32	Rooms between 106-348
	Double mattresses	Vary	172	Rooms between 106-348
	Dresser	Light oak	118	Rooms between 106-348
	Night stand	Light oak	152	Rooms between 106-348
	King headboard	Light oak	32	Rooms between 106-348
	Double headboard	Light oak	172	Rooms between 106-348
	27" television	Black- Zenith or RCA	119	Rooms between 106-348
	HAVC - Wall units	Grey- Amana	125	Rooms between 106-348
	Hairdryer	White	125	Rooms between 106-348
	Coffeemaker	4 cup/ blk	125	Rooms between 106-348
	Framed picture	Vary	236	Rooms between 106-348
	Desk	Light oak	118	Room between 106-348 except rm 343
	Bed spread- doubles	Light green	172	Rooms between 106-348
	Bed spread-king	Light green	32	Rooms between 106-348
	Phone	Ivory	125	Rooms between 106-348
	Chair	Vary	236	Rooms between 106-348
	Shower curtain	Off white	125	Rooms between 106-348
	Floor lamp	Brass	118	Rooms between 106-348
	Desk lamp	Brass	118	Rooms between 106-348 except rm 343
	Wall lamp	Brass	118	Rooms between 106-348
	Drapes (2 panels per room/set)	Light green	118	Rooms between 106-348
Breakfast room 104	Chairs	White	10	Room 104 chair broke 5/20
	Table	White/oak	3	Room 104
Breakfast room 105	Chairs	White	16	Room 105
	Table	White/oak	4	Room 105
	32" flat screen television	Black	1	Room 105
Breakfast 104	2 freezers .7cu	White	2	Room 105
	1 refrigerator	White	1	Room 105
	4 12 cup coffee makers	Black	4	Room 105
Upgrade	New double Serta mattresses	White	6	138,136,303

	New night stand	Dark wood	8	138,137,136,135,134,303,302
	New desk with chair	Dark wood/ blk	8 sets	138,137,136,135,134,303,302,301
	New large mirror	Dark wood	7	138,137,136,135,134,303,302
	New dresser	Dark wood	7	138,137,136,135,134,303,302
	New 32" tv	LG	5	138,136,135,303,302
	New lamps	Silver	16	138,137,136,135,134,303,302,301
	New bathroom vanity w/ sink	Green top	6	138,137,136,135,134,303
	New wall paintings	Vary	8	138,137,136,135,134,303,302,301
	New sliding doors to patios	Brown	5	138,137,136,135,134
One was damaged	New double bed spreads	Navy blue	05	136,138,303
	New king bed spreads	Navy blue	4	137,135,134,302
	New Serta king mattresses	Navy blue	4	137,135,134,302
	New 47" LG TV	Black	1	301
	New bathroom vanity w/sink	Black top	1	302
	New closet mirrored sliding doors	Mirror	2sets	302
	New guest chair	Brown	1	302
	New built in headboards	Blue	9	138,137,136,135,134,303
	New drapes	Blue	9sets	138,137,136,135,134,303,302,301
	Guest Couch	Brown	1	301
	Guest chairs	Tan w/ stripes	2	301
	Large round glass table w/4chairs	Gold	1set	301
	1 small round bar table	Silver	1	301
	Bar stools	Red	4	301
	Flower arrangements	2	Vary	301
	Sony 32" plasma TV		1	137
	Dynex 32" plasma TV		1	134

Room 137 LG tv stolen from room 4/12, police report filed= replaced w/ Sony  
Room 134 LG tv stolen from room 5/20 police report filed = replaced w. Dynex

## Inventory Front Desk/Back Office

Sheet No.	101809	Date	10/18/09
Performed By	Liz Morales	Department	Front desk & back office
P19W ACCER	FLAT SCREEN MONITOR		01 Back office
817234U 4CLCZ7W	IBM PC		01 Node# 03
1S6638AC1V1D6887	IBM MONITOR		01 Node# 03
11S26K1223YJ1V8KH73241	IBM PC		01 Node# 02
1S6638AC1V1D689D	IBM MONITOR		01 Node# 02
817234U LKLCY4R	IBM PC		01 Node# 01
1S6638AC1V1D6884	IBM MONITOR		01 Node# 01
8144WTT LKKAH4N	IBM SERVER PC		01 Server
1S6638AC 1V1D6886	IBM MONITOR		01 Server
JCCPMF1	DELL PC		01 Back office
WZQD083045433015430U	XTREME FLAT MONITOR	Broke	04 Back office
Lexmark E250dn	PRINTER		01 Bank office
792BVXR	LEXMARK PRINTER		01 Front desk
CNAC81X1FK	HP LASERJET PRINTER		01 Front desk
EPSON CB8+	COLOR PRINTER	Broke	04 Back office
AMANO TCX-11	TIME CLOCK		01 Back office
RPAB86445	LCD CONSOLE- MITEL		01 Front desk
BE AAA 1560	MITEL PHONE SYSTEM SX 200A		01 Back office
0611DT6681	VINGCARD KEY CONTROLLER		01 Front desk
CNRK 369202	HP LASERJET 3055-FAX/COPY		01 Front desk
A236073	SAFE		01 Front desk
	CHAIRS		03 Lobby
	BUFFETT TABLE		01 Lobby
	CHAIRS		03 Back office
	FILING CABINETS		02 Back office
	DESK		02 Back office
	FRONT DESK COUNTER		01 Front desk
	REFRIGERATOR		01 Front desk
	MICROWAVE		01 Front desk
002481345COE	COLOR PRINTER		01 Back office







Personal Property Inventory  
MetroFlag Polo - Hawaiian Marketplace  
Updated for July, 2005

Qty	Item Description	Category	Year Acquired	Ownership	Value
1	3-drawer file cabinet	1	1999	Own	\$ 120.00
1	4-drawer file cabinet	1	1999	Own	\$ 400.00
1	Boom LIR	1	2004	Own	\$ 12,500.00
228	Chairs - Food Court	1	2004	Own	\$ 50,452.70
12	Cool Zone Fans (3 + 9)	1	2004	Own	\$ 15,200.00
3	Desk chairs	1	1999	Own	\$ 435.00
3	Desks	1	2004	Own	\$ 450.00
6	Display cases	1	2004	Own	\$ 37,900.00
3	Guest chairs	1	2004	Own	\$ 450.00
	Hula Figures	1	2004	Own	\$ 25,000.00
	Neon Lighting & Signage	1	2004	Own	\$ 46,500.00
24	Pushcarts	1	2004	Own	\$ 115,200.00
**	Signage (Inc. Pylon) - Young Electric	1	2004	Own	
120	Tables - Food Court	1	2004	Own	\$ 62,432.43
1	Umbrellas	1	2004	Own	\$ 14,950.00
	Wanfor	1	2004	Own	\$ 27,000.00
	Sound System	2	2003	Own	\$ 352,000.00
	CCT (Surveillance system)	3	2004	Own	\$ 73,500.00
1	Computer	4	2003	Own	\$ 1,000.00
1	Dell Computer - Office	4	2004	Own	\$ 1,600.00
1	HP LaserJet 1300 Printer	4	2004	Own	\$ 425.00
0	Lap Top	4	2003	Own	\$ 1,200.00
2	LCD Monitors	4	2004	Own	\$ 1,050.00
1	Phone System	4	2004	Own	\$ 4,300.00
0	Radios - Hand held	4	2004	Own	\$ 1,500.00
1	Safe	7	2003	Own	\$ 150.00
3	Christmas Present Decorations	1	2005	Own	\$ 500.00
1	Large Christmas Tree	1	2005	Own	\$ 3,500.00
1	Small Christmas Tree	1	2004	Own	\$ 100.00

**BUSINESS PERSONAL PROPERTY DECLARATION & ASSET LISTING**

Assessor ID# 95658  
 Business Name: HAWAIIAN MARKET PLACE  
 Mailing Address: %METRO FLAG POLO LLC  
 ATTN LINDA LAPITAN  
 3753 HOWARD HUGHES PKWY #101LAS VEGAS NV 89169

Location Address: 3743 S LAS VEGAS BLVD

Phone Number: 7952247

**QUESTIONS**

<b>1. Is the business information printed above correct? (Type YES or NO)</b>
(If "NO" please type corrections over the existing information)
<b>2. What is the business type? (example - book store)</b>
<b>3. Check and complete any of the following that apply:</b>
<b>4. How is this account to be billed? (check one)</b>
<b>5. Which information are you providing? (check one)</b>

Asset ID # or Serial # (optional)	Description	Year Acquired	Acquisition Cost	Category
	3-DRAWER FILE CABINET	1999	1200	1
	4-DRAWER FILE CABINET	1999	400	1
	BOOM LIFT	2004	12500	1
	CHAIRS (231) FOOD COURT	2004	51116.55	1
	COOL ZONE FANS (3 + 9)	2004	15200	1
	DESK CHAIRS (3)	1999	290	1
	DESKS (2)	2004	450	1
	DISPLAY CASES (6)	2004	37900	1
	GUEST CHAIRS (4)	2004	600	1
	HULA FIGURES	2004	26000	1
	NEON LIGHTING & SIGNAGE	2004	46500	1
	PUSHCARTS (24)	2004	100800	1
	SIGNAGE (INC. PYLON)	2004	1786620	1
	TABLES (111) FOOD COURT	2004	57750	1
	WARRIOR	2004	27000	1

	SOUND SYSTEM	2003	352000	3
	BROTHER INTELLIFAX 4100 FAX MACHINE	2004	375	4
	CCT (SURVEILLANCE SYSTEM)	2004	73500	3
	TOSHIBA COPIER	2004	19080	3
	DELL COMPUTER - OFFICE	2004	1600	5
	HP LASERJET 1300 PRINTER	2004	425	5
	LCD MONITORS (1)	2004	525	5
	PHONE SYSTEM	2004	4300	4
	SAFE	2003	150	7
	8 LARGE WHITE UMBRELLAS	2004	6400	3
	1 KIOSK	2004	4500	1
	12 TRASH CANS	2004	1800	1
	12 LARGE PLANTERS	2004	8400	1
	37 MEDIUM PLANTERS	2004	14800	1
	6 SMALL PLANTERS	2004	1500	1
	FAUX TREES	2004	10000	1
	FUJI DIGITAL CAMERA	2005	300	4
	HP COMPUTER	2006	1473	5
	LED SCREEN	2006	839	5

**DOWNLOADED DECLARATION**

Name: METROFLAG MGMT  
 Contact Name: LINDA LAPITAN  
 Contact Phone: 9389876  
 Email Address:  
 Business Type: MANAGEMENT COMPANY

		ENCLOSURE
<input type="checkbox"/>	New business	
<input type="checkbox"/>	Business reorganized	
<input type="checkbox"/>	Business sold	
<input type="checkbox"/>	Out of business	
<input type="checkbox"/>	Taxes are to be billed separately.	
<input type="checkbox"/>	Include with real property, parcel #	
<input type="checkbox"/>	Complete list download from prior year with CHANGES	
<input type="checkbox"/>	Complete list download from prior year with CHANGES	

Ownership Status	Lessor or Lessee Name	Lessor or Lessee Address
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Owner		
Leased From Others	YOUNG ELECTRIC SIGN CO	LAS VEGAS NV
Owner		
Owner		





**ATTACHMENT QUESTION #35**

Schedule of Prepaids Rollforward  
FX Luxury  
March 31, 2010

Prepaid Account Number	Beginning Balance as of 2/28/2010	Additions	Deletions	Adjustments	Ending Balance as of 3/31/2010	Comments
<u>Security Deposits</u>						
1) Yesco Security Deposit	11950	-	-	-	-	Deposit matures 7/09
2) Rent Security Deposit	11950	37,482	-	-	37,482	Howard Hughes Parkway Office
2) Rent Security Deposit	11950	2,805	-	-	2,805	7935 W Sahara Office
<b>Total Security Deposits</b>	<b>40,287</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>40,287</b>	
<u>Taxes</u>						
1) Property Taxes	11800	483,501	-	-	483,501	Q1 2010 paid 12/09
<b>Total Taxes</b>	<b>483,501</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>483,501</b>	
<u>Insurance</u>						
1) Property Insurance	11820	8,625	(863)	-	7,763	New insurance policy expires 12/28/09
<b>Total Insurance</b>	<b>8,625</b>	<b>-</b>	<b>(863)</b>	<b>-</b>	<b>7,763</b>	
<u>Insurance</u>						
1) Health Insurance - Executive Edge	11825	-	-	-	-	Prepaid balance to cover claims
<b>Total Insurance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<u>Travelodge</u>						
1) Prepaids	11845	4,184	-	-	4,184	Change per General Ledger Analysis
<b>Total Travelodge</b>	<b>4,184</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,184</b>	
<u>Other</u>						
1) Yesco	11850	-	-	-	-	
2) Alarmco	11850	80	-	-	80	
3) Health Plan of Nevada	11850	-	-	-	-	
4) Office Expense - Various	11850	-	-	-	-	
5) VSP	11850	-	-	-	-	
6) Met Life	11850	-	-	-	-	
7) Prepaid Office Rent	11850	11,050	(2,210)	-	8,840	7935 W Sahara Office - 8/09 - 1/10; \$2,805 per month
8) Health Insurance - HPN COBRA	11850	-	-	-	-	
9) Embark	11850	-	-	-	-	
10) By Dsign	11850	649	-	-	649	
11) Schindler Elevator	11850	-	-	-	-	
12) Siemens Building Contr - Fire	11850	-	-	-	-	
13) Rent	11850	-	-	-	-	
14) Mod Space	11850	-	-	-	-	
<b>Total Other</b>	<b>11,779</b>	<b>-</b>	<b>(2,210)</b>	<b>-</b>	<b>9,569</b>	
<b>TOTAL PREPAIDS</b>	<b>548,375</b>	<b>-</b>	<b>(3,073)</b>	<b>-</b>	<b>545,302</b>	

B6D (Official Form 6D) (12/07)

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			First Lien					
Landesbank Baden-Wuerttemberg New York Branch 280 Park Ave., 31st Fl., West Bldg. Attn: Robert Dowling New York, NY 10017	X	-	APN Nos. 162-21-301-001, 162-21-301-003, 162-21-009, 162-21-301-14, 162-21-016 through 020					
			Value \$ 137,000,000.00				268,115,868.07	Unknown
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							268,115,868.07	0.00
Total (Report on Summary of Schedules)							268,115,868.07	0.00

0 continuation sheets attached

B6E (Official Form 6E) (4/10)

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

# **SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** (Continuation Sheet)

**Wages, salaries, and commissions**
**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			April 2010					
Gary McHenry FX Luxury Las Vegas I, LLC 7935 West Sahara Ave., Suite 102 Las Vegas, NV 89117	-		Wages					1,731.23
							13,456.23	11,725.00
Account No.			April 2010					
Renee Robillard FX Luxury Las Vegas I, LLC 7935 West Sahara Ave., Suite 102 Las Vegas, NV 89117	-		Wages					0.00
							4,485.42	4,485.42
Account No.			April 2010					
Wendy J. Ferriter FX Luxury Las Vegas I, LLC 7935 West Sahara Ave., Suite 102 Las Vegas, NV 89117	-		Wages					0.00
							7,445.79	7,445.79
Account No.								
Account No.								
Subtotal								1,731.23
(Total of this page)							25,387.44	23,656.21

 Sheet 1 of 2 continuation sheets attached to  
 Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O R P O R A T E D	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G U N T	U N L I Q U I T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			<b>Semi-Annual Special Assessment Taxes APN 162-21-301-001, 162-21-301-003, 162-21-301-009, 162-21-301-014, 162-21-301-016 thru 020</b>					
<b>Clark County Assessor c/o Bankruptcy Clerk 500 S. Grand Central Pkwy. Box 551401 Las Vegas, NV 89155-1401</b>								<b>160,379.85</b>
							<b>160,379.85</b>	<b>0.00</b>
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal								<b>160,379.85</b>
(Total of this page)							<b>160,379.85</b>	<b>0.00</b>
Total								<b>162,111.08</b>
(Report on Summary of Schedules)							<b>185,767.29</b>	<b>23,656.21</b>

Sheet **2** of **2** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  12345, Inc. dba One Stop Market 5610 South Valley View Blvd. Suite 112 Las Vegas, NV 89118	-		Tenant security deposit units 101-102, held in Receiver's bank account	X	X		25,680.00
Account No.  7-Eleven 5820 Stoneridge Mill Road Pleasanton, CA 94566	-		Tenant security deposit unit 101A, held in Receiver's bank account	X	X		31,121.00
Account No.  Arelni Modulares 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	-		Tenant security deposit unit 3729, held in Receiver's bank account	X	X		86,313.60
Account No.  Arelni, LLC dba Viva Vegas Gifts 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	-		Tenant security deposit units 104-106, held in Receiver's bank account	X	X		36,000.00
Subtotal (Total of this page)							179,114.60

12 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			Security deposit cart A, held in Receiver's bank account				
Ariel US, LLC 604 Cody Pass Las Vegas, NV 89128	-			X	X		7,000.00
Account No.			Security deposit cart W, held in Receiver's bank account				
Avzelli 10548 Gibbous Moon Drive Las Vegas, NV 89129	-			X	X		5,000.00
Account No.			Pending Litigation				
Barbara Ochoa c/o Thomas Christensen, Esq. Christensen Law Offices 1000 S. Valley View Blvd. Las Vegas, NV 89107	-			X	X	X	Unknown
Account No.			Tenant security deposit unit 124, held in Receiver's bank account				
Beauty Spa, LLC 3884 Schiff Drive Las Vegas, NV 89103	-			X	X		12,000.00
Account No.			Leasing commission to broker				
Blatteis & Schnur, Inc. 1940 Century Park East #200 Los Angeles, CA 90067	-						20,000.00
Sheet no. <u>1</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							44,000.00



B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No.								
Brownstein Hyatt Farber Schreck, P.C. 410 Seventeenth St., 22nd Floor Denver, CO 80202-4437	-		Fatburger litigation				8,000.00	
Account No.								
Cheng Liu 6248 Winston Falls Avenue Las Vegas, NV 89139	-		Security deposit cart L and cart N, held in Receiver's bank account	X	X		8,000.00	
Account No.								
Christian Design Apparel 9413 Greenville Avenue Las Vegas, NV 89134	-		Tenant security deposit for units 118 and 119 and security deposit for carts M and X, held in Receiver's bank account	X	X		16,250.00	
Account No.								
Commerce CRG of Nevada 3800 Howard Hughes Parkway, #1200 Las Vegas, NV 89169	-		3/31/10 Salary/Management Fees				3,123.96	
Account No.								
Cover-Up Towel 8255 S. Las Vegas Blvd. #315 Las Vegas, NV 89123	-		Tenant security deposit kiosk U, held in Receiver's bank account	X	X		3,000.00	
Sheet no. <u>2</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	38,373.96

B6F (Official Form 6F) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				Tenant security deposit units 101B, 102 and 103, held in Receiver's bank account				
Crazy Eli/Fabulous Vegas, LLC 6130 West Flamingo Road, Suite 402 Las Vegas, NV 89103		-			X	X		96,337.00
Account No.				Security deposit cart R, held in Receiver's bank account				
Do It Mardi-Gras Style 8327 Feather Duster Court Las Vegas, NV 89113		-			X	X		3,500.00
Account No.				Breach of Contract claim Subject to setoff				
Dolley De Leon 2770 Maryland Parkway, #417 Las Vegas, NV 89109		-			X	X	X	Unknown
Account No.				Security deposit cart G, held in Receiver's bank account				
Doytchev, LLC dba Vegas Silver Rings and Opal 7360 Carrot Ridge Street Las Vegas, NV 89139		-			X	X		5,500.00
Account No.				Tenant security deposit unit 109, held in Receiver's bank account				
Eli Elezia and Pini Cabvz d/b/a Photo Lab 5160 South Valley View Blvd. Suite 112 Las Vegas, NV 89118		-			X	X		18,000.00
Subtotal (Total of this page)								123,337.00

Sheet no. 3 of 12 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Tenant security deposit unit 3763A, held in Receiver's bank account				
Fatburger Corporation 301 Arizona Avenue Suite 200 Santa Monica, CA 90401	-			X	X		4,284.00
Account No.			Tenant security deposit unit 120, held in Receiver's bank account				
Fed Promotion Co. 623 West Camino Real Avenue Arcadia, CA 91077	-			X	X		7,250.00
Account No.			Tenant security deposit cart F				
G&M Technology dba Gadget World 5688 Wild Olive Street Las Vegas, NV 89118	-			X	X		8,000.00
Account No.			Copiers service/maintenance				
GE Capital Corp. P. O. Box 31001-0271 Pasadena, CA 91110-0271	-					X	8,463.61
Account No.			Legal Fees Loan Agreement Restructure				
Haynes & Boone, LLP Attn: Lenard M. Parkins 1221 Avenue of the Americas, 26th Floor New York, NY 10022-1007	-						82,573.00
Sheet no. <u>4</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							<b>110,570.61</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Tenant security deposit unit 205, held in Receiver's bank account				
HGD, Inc. dba Tamba Restaurant 3743 South Las Vegas Blvd. Suite 205 Las Vegas, NV 89109	-			X	X		24,000.00
Account No.			Tenant security deposit units 107-108, held in Receiver's bank account				
Higuchi Developer, Inc. dba T-Shirts Plus 5160 S. Valley View Blvd. Suite 112 Las Vegas, NV 89118	-			X	X		24,000.00
Account No.			Tenant security deposit cart P				
Hot Hats 3160 Batavia Drive Las Vegas, NV 89102	-						3,000.00
Account No.			Security deposit cart E, held in Receiver's bank account				
Impressive 4001 South Decatur Blvd. Suite 37503 Las Vegas, NV 89103	-			X	X		4,000.00
Account No.			Tenant security deposit unit 3765B-F, held in Receiver's bank account				
ITCO Corporation 3765 South Las Vegas Blvd. Suite B-F Las Vegas, NV 89109	-			X	X		19,084.00
Sheet no. <u>5</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							74,084.00

B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Utility Relocation Costs				12,586.00
JBA Consulting Engineers, Inc. 5155 West Patrick Lane Las Vegas, NV 89118	-					
Account No.		Broker commissions				7,992.00
Jeff Carlis 1350 East Flamingo Road #509 Las Vegas, NV 89119	-					
Account No.		Legal services				4,300.00
Kaempfer Crowell Bonner 3800 Howard Hughes Parkway 7th Floor Las Vegas, NV 89169	-					
Account No.		01/29/10 Pending litigation	X	X	X	Unknown
Kyle Freeman c/o Keith E. Galliher, Jr., Esq. The Galliher Law Firm 1850 E. Sahara Avenue, Suite 107 Las Vegas, NV 89104	-					
Account No.		Tenant security deposit unit 121, held in Receiver's bank account	X	X		12,500.00
Lali Smoke Shop & Snacks 3952 Captain Jon Avenue Las Vegas, NV 89104	-					
Sheet no. <u>6</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>37,378.00</b>

B6F (Official Form 6F) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			3/31/10				
Larry L. Bertsch CPA & Associates 285 E. Warm Springs Road, #102 Las Vegas, NV 89119	-		Receiver fees, legal fees				16,878.97
Account No.			Tenant security deposit unit 117-B, held in Receiver's bank account				
LCGJ Enterprises dba Kapit Bahay Filipino Restaurant 4115 Spring Mountain Road Suite 105 Las Vegas, NV 89102	-			X	X		10,000.00
Account No.			Research Services				
Lexis Nexis 1275 Broadway Albany, NY 12204	-						6,000.00
Account No.			Surveying and Engineering Costs				
Lochsa Engineering 6345 South Jones Blvd., Suite 100 Las Vegas, NV 89118	-						50,000.00
Account No.			Security deposit cart D, held in Receiver's bank account				
Make Me Laugh 14004 Palawan Way, PH5 Marina Del Rey, CA 90292	-			X	X		7,000.00
Sheet no. <u>7</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) <b>89,878.97</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Maruti T-Shirts and Caps</b> <b>3952 Captain Jon Avenue</b> <b>Las Vegas, NV 89104</b>	-		<b>Security deposit cart H, held in Receiver's bank account</b>	X	X	
						<b>4,000.00</b>
Account No.						
<b>Nancy and Mitch Sever</b> <b>c/o Law Office of Dennis A. Sever,</b> <b>PLLC</b> <b>2826 South Carriage Lane, Suite 100</b> <b>Mesa, AZ 85202</b>	-		<b>Sept. 2008</b> <b>Legionnaires Claim</b>	X	X	X
						<b>Unknown</b>
Account No.						
<b>Nex Bank</b> <b>c/o Haynes and Boone, LLP</b> <b>Attn: Lenard M. Parkins</b> <b>1221 Avenue of the Americas, 26th Fl.</b> <b>New York, NY 10020</b>	X -		<b>Second Lien</b>			
						<b>223,079,202.00</b>
Account No.						
<b>Office Depot Credit Plan</b> <b>P.O. Box 689020</b> <b>Des Moines, IA 50368-9020</b>	-		<b>Office supplies</b>			
						<b>4,368.18</b>
Account No.						
<b>Rant and Rave</b> <b>11271 Ventura Blvd., Suite 453</b> <b>Studio City, CA 91604</b>	-		<b>Security deposit cart K, held in Receiver's bank account</b>	X	X	
						<b>5,416.67</b>
Sheet no. <u>8</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>223,092,986.85</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Raptor, LLC</b> <b>dba NYS Sunglasses</b> <b>10125 Somerdale Court</b> <b>Las Vegas, NV 89148</b>	-		<b>Security deposit cart I, held in Receiver's bank account</b>	X	X		<b>6,000.00</b>
Account No.  <b>Sahara Land, Inc.</b> <b>dba Alan Albert's Steak House</b> <b>3763 South Las Vegas Blvd.</b> <b>Suite EE</b> <b>Las Vegas, NV 89109</b>	-		<b>Tenant security deposit units 3763C-G and 3763EE, held in Receiver's bank account</b>	X	X		<b>20,000.00</b>
Account No.  <b>Sarja Narang</b> <b>Leather Look's</b> <b>3755 South Las Vegas Blvd.</b> <b>Suite 103</b> <b>Las Vegas, NV 89109</b>	-		<b>Tenant security deposit unit 103, held in Receiver's bank account</b>	X	X		<b>24,000.00</b>
Account No.  <b>Sketchers III/Nevada Cell</b> <b>639 Oakmont Avenue</b> <b>Las Vegas, NV 89109</b>	-		<b>Security deposit cart S, held in Receiver's bank account</b>	X	X		<b>2,500.00</b>
Account No.  <b>Snell &amp; Wilmer LLP</b> <b>One Arizona Center</b> <b>Phoenix, AZ 85004</b>	-		<b>Legal services</b>				<b>1,103.10</b>
Sheet no. <b>9</b> of <b>12</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) <b>53,603.10</b>



B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			Tenant security deposit unit 104SW, held in Receiver's bank account				
Sunglass Hut International 4000 Luxottica Place Mason, OH 45040	-			X	X		10,000.00
Account No.			Tenant security deposit unit 104, held in Receiver's bank account				
The Cristcat Group, Inc. dba Zingers 2934 1/2 Beverly Glen Circle Suite 405 Sherman Oaks, CA 91403	-			X	X		34,000.00
Account No.			Security deposit cart SW4, held in Receivers bank account				
The Flashing Company, Inc. dba Flash Wear 1925 Kalakaua Avenue #1403 Honolulu, HI 96815	-			X	X		5,000.00
Account No.			Security deposit for building lease				
Thunderbolt Associates, LLC Harley Davidson Cafe Attn: Mark Packer 888 7th Avenue New York, NY 10126	-			X	X		130,683.05
Account No.			Security deposit cart R, held in Receiver's bank account				
Vanity Engraving Station 3952 Captain Jon Avenue Las Vegas, NV 89104	-			X	X		4,000.00
Sheet no. <b>10</b> of <b>12</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>183,683.05</b>

B6F (Official Form 6F) (12/07) - Cont.

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  Wackenhut 628 S. Valley View Blvd. #314 Las Vegas, NV 89118	-	Security service				Unknown
Account No.  West Coast Wraps 5353 West Desert Inn Road Suite 1142 Las Vegas, NV 89146	-	Tenant security deposit cart B, held in Receiver's bank account	X	X		5,500.00
Account No.  Yokahama Okadaya 3743 South Las Vegas Blvd. Suite 117A Las Vegas, NV 89109	-	Tenant security deposit unit 117-A, held in Receiver's bank account	X	X		26,784.00
Account No.  York Holmes Consulting, Inc. PO Box 1278 Hermosa Beach, CA 90254	-	Consulting fees, employment posters				1,005.25
Account No.  Young Electric Sign Company P.O. Box 11676 Tacoma, WA 98411	-	Purchase of sign/sign maintenance				50,000.00
Sheet no. <u>11</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) <b>83,289.25</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>YWS Architects</b> <b>5005 West Patrick Lane</b> <b>Las Vegas, NV 89118</b>		-	<b>Architectural fees</b>			<b>156,102.00</b>
Account No.						
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <b>12</b> of <b>12</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>156,102.00</b>
Total (Report on Summary of Schedules)						<b>224,266,401.39</b>

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
12345, Inc. dba One Stop Market 5610 South Valley View Blvd. Suite 112 Las Vegas, NV 89118	Debtor is Landlord under lease of non-residential real property units 101-102
7-Eleven 5820 Stoneridge Mill Road Pleasanton, CA 94566	Debtor is Landlord under lease of non-residential real property unit 101 A
Adventure International 9703 Newport Court Circle Las Vegas, NV 89147	Debtor is Landlord under lease of non-residential real property unit 3735-A-B
Alarmco, Inc. 2007 Las Vegas Boulevard South Las Vegas, NV 89107	Debtor is owner under Service Contract Fire Alarm Installation and Monitoring dated 10/1/08, month to month
Alpine Springs Bottled Water P.O. Box 27775 Las Vegas, NV 89126-1775	Customer Lease/Service Agreement dated 6/17/05
Arelni Modulares 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	Debtor is Landlord under lease of non-residential real property unit 3729
Arelni, LLC 2000 South Las Vegas Boulevard Suite 49 Las Vegas, NV 89104-2507	Debtor is Landlord under lease of non-residential real property unit 3735- C-D
Arelni, LLC dba Viva Vegas Gifts 2000 South Las Vegas Blvd. Suite 49 Las Vegas, NV 89104-2507	Debtor is Landlord under lease of non-residential real property units 104-106
Ariel US, LLC 604 Cody Pass Las Vegas, NV 89128	Debtor is Lessor under lease of cart A
Avzelli 10548 Gibbous Moon Drive Las Vegas, NV 89129	Debtor is Lessor under lease of cart W

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Beauty Spa, LLC 3884 Schiff Drive Las Vegas, NV 89103	Debtor is Landlord under lease of non-residential real property unit 124m and cart lease ZA
Blatteis & Schnur, Inc. 1940 Century Park East #200 Los Angeles, CA 90067	Exclusive Right to Lease (Polo Marketplace) dated 10/02
Casino Lighting & Sign, Inc. 3665 W. Diablo Drive Las Vegas, NV 89118	Service Agreement Sign Maintenance dated 4/29/05, month to month
Central ATM Central Pay Phone 3210 Ashby Avenue Las Vegas, NV 89102	Service Contract Installation and Maintenance of ATM's dated 4/8/04, month to month
Central Pay Phone 3210 Ashby Avenue Las Vegas, NV 89102	Service Contract Installation and Service of Pay Phones dated 4/8/04, month to month
Century Link 900 Springmill Road Mailstop: OHMANJ0101 Mansfield, OH 44906	Bundled Block of Time Sales Agreement dated 1/22/08
Cheng Liu 6248 Winston Falls Avenue Las Vegas, NV 89139	Debtor is Lessor under lease of cart L
Christian Design Apparel 9413 Greenville Avenue Las Vegas, NV 89134	Debtor is Landlord under lease of non-residential real property units 118, 119 and lease for carts M & X
CIT Technology Fin. Serv., Inc. P.O. Box 1638 Livingston, NJ 07039	Debtor is Lessee under Equipment Lease Agreement dated 10/26/07
Cornejo Landscape 2333 Cordelia Street Henderson, NV 89044	Debtor is owner under three Service Contracts for Landscape Services dated 12/16/07 for Hawaiian Market Plaza, Cable Center and Captor Plaza
Crazy Eli/Fabulous Vegas, LLC 6130 West Flamingo Road, Suite 402 Las Vegas, NV 89103	Debtor is Landlord under lease of non-residential real property units 101B, 102 and 103
Doytchev, LLC dba Vegas Silver Rings and Opal 7360 Carrot Ridge Street Las Vegas, NV 89139	Debtor is Lessor under lease of cart G

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dream Car Rentals, Inc. 3729 South Las Vegas Boulevard, #D Las Vegas, NV 89109	Debtor is Landlord under lease of non-residential real property unit 3735 A
Dreams, Inc./Dreambears, LLC Two South University Drive Suite 325 Fort Lauderdale, FL 33324	Debtor is Landlord under lease of non-residential real property unit 103
Dreams, Inc./Dreamsport, LLC Two South University Drive Suite 325 Fort Lauderdale, FL 33324	Debtor is Landlord under lease of non-residential real property units 101-102
Eli Elezia and Pini Cabvz d/b/a Photo Lab 5160 South Valley View Blvd. Suite 112 Las Vegas, NV 89118	Debtor is Landlord under lease of non-residential real property unit 109
Fatburger Corporation 301 Arizona Avenue, Suite 200 Santa Monica, CA 90401	Debtor is Landlord under lease of non-residential real property unit 3763A
Fed Promotion Co. 623 West Camino Real Avenue Arcadia, CA 91077	Debtor is Landlord under lease of non-residential real property unit 120
Fernando Lau Fed Promotion P.O. Box 2111 Arcadia, CA 91077	Debtor is Landlord under lease of non-residential real property unit 3763-B
FX Luxury Management, LLC c/o FX Real Estate and Entertainment Attn: Mitchell J. Nelson, Esq. 650 Madison Avenue New York, NY 10022	Shared Services Agreement
G&M Technology dba Gadget World 5688 Wild Olive Street Las Vegas, NV 89118	Debtor is Lessor under lease of cart F
General Electric Capital Corporation 1961 Hirst Drive Moberly, MO 65270	Equipment Lease Agreement #7387451-003 dated 6/8/07
HGD, Inc. dba Tamba Restaurant 3743 South Las Vegas Blvd. Suite 205 Las Vegas, NV 89109	Debtor is Landlord under lease of non-residential real property unit 205

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Higuchi Developer, Inc. dba T-Shirts Plus 5160 S. Valley View Blvd. Suite 112 Las Vegas, NV 89118	Debtor is Landlord under lease of non-residential real property units 107-108
Hot Hats 3160 Batavia Drive Las Vegas, NV 89102	Debtor is Lessor under lease of cart P
Impressive 4001 South Decatur Blvd. Suite 37503 Las Vegas, NV 89103	Debtor is Lessor under lease of cart E
ITCO Corporation 3765 South Las Vegas Blvd. Suite B-F Las Vegas, NV 89109	Debtor is Landlord under lease of non-residential real property unit 3765B-F
Jeff Carlis 1350 East Flamingo Road #509 Las Vegas, NV 89119	Real Estate Broker Commission Agreement dated 5/10/06
Jitendra Patel dba Ed Hardy Products 3958 Captain Jon Ave. Las Vegas, NV 89104	Debtor is Lessor under lease of cart S
Kiran Patel & Alpesh Patel dba Lucky Engraving 2178 Alisa Maria Way Las Vegas, NV 89104	Debtor is Landlord under lease of non-residential real property kiosk Q
Lali Smoke Shop & Snacks 3952 Captain Jon Avenue Las Vegas, NV 89104	Debtor is Landlord under lease of non-residential real property unit 121
Lamar Advertising Company 1863 Helm Drive Las Vegas, NV 89119	Debtor is Lessor under month to month lease of 4 billboards for BP, Cable and Captor properties
Laser World 1517 W. Oakey Blvd. Las Vegas, NV 89102	Copier Maintenance Agreement dated 6/12/08
LCGJ Enterprises dba Kapit Bahay Filipino Restaurant 4115 Spring Mountain Road Suite 105 Las Vegas, NV 89102	Debtor is Landlord under lease of non-residential real property unit 117-B

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Lucky Gaming 3952 Captain Jon Avenue Las Vegas, NV 89104	Debtor is Lessor under lease of cart T
Make Me Laugh 14004 Palawan Way, PH5 Marina Del Rey, CA 90292	Debtor is Lessor under lease of cart D
Malecon Tobacco Company, LLC (Partagas Cigar Factory) 1900 Western Avenue Las Vegas, NV 89102	Debtor is Landlord under lease of non-residential real property unit 105
Marriott Ownership Resorts, Inc. 4530 South Decatur Boulevard Las Vegas, NV 89103	Debtor is Landlord under parking lot lease (50 stalls)
Maruti T-Shirts and Caps 3952 Captain Jon Avenue Las Vegas, NV 89104	Debtor is Lessor under lease of cart H
McDonalds Corporation One McDonald's Plaza Oak Brook, IL 60523	Debtor is Landlord under lease of non-residential real property units 110-112
Modular Space Corporation 12603 Collections Center Dr. Chicago, IL 60693-0126	Operating Lease Agreement dated 4/22/09
Paramount Marketing Consultants, Inc. 6400 North Andrews Avenue Suite 280 Fort Lauderdale, FL 33309	Debtor is Landlord under lease of non-residential real property kiosk B
Rant and Rave 11271 Ventura Blvd., Suite 453 Studio City, CA 91604	Debtor is Lessor under lease of cart K
Raptor, LLC dba NYS Sunglasses 10125 Somerdale Court Las Vegas, NV 89148	Debtor is Lessor under lease of cart I
Recall One Recall Center 180 Technology Pkwy. Norcross, GA 30092	Monthly Service Agreement Carton Retention dated 9/7/07 and Agreement for backup disk storage
S&W of Las Vegas, LLC The Smith & Wollensky Restaurant Goup Attn: Eugene Zuriff 1114 First Avenue New York, NY 10021	Debtor is Landlord under Building Lease



In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

# **SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES** (Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Sarja Narang</b> <b>Leather Look's</b> <b>3755 South Las Vegas Blvd.</b> <b>Suite 103</b> <b>Las Vegas, NV 89109</b>	<b>Debtor is Landlord under lease of non-residential</b> <b>real property unit 103</b>
<b>Schindler Elevator Corporation</b> <b>6265 South Valley View Blvd., Suite H</b> <b>Las Vegas, NV 89118-6812</b>	<b>Elevator Maintenance Contract dated</b>
<b>Siemens Fire Service, Inc.</b> <b>c/o Siemens Building Technologies, Inc.</b> <b>6295 S. Pearl St., Suite 200</b> <b>Las Vegas, NV 89120</b>	<b>Service Contract - Hawaiian Marketplace</b>
<b>Sketchers IV/Nevada Cell</b> <b>639 Oakmont Avenue</b> <b>Las Vegas, NV 89109</b>	<b>Debtor is Lessor under lease of cart J</b>
<b>Southwest Building Repair</b> <b>420 N. Nellis Blvd.</b> <b>#A, PMB #269</b> <b>Las Vegas, NV 89110</b>	<b>Service Contract - Hawaiian Marketplace</b>
<b>Stanley Convergent</b> <b>aka A-1 Security</b> <b>817 South First Street</b> <b>Las Vegas, NV 89101</b>	<b>Alarm Monitoring Agreement dated 7/12/04,</b> <b>month to month</b>
<b>Sunglass Hut International</b> <b>4000 Luxottica Place</b> <b>Mason, OH 45040</b>	<b>Debtor is Landlord under lease of non-residential</b> <b>real property unit 104</b>
<b>The Cristcat Group, Inc.</b> <b>dba Zingers</b> <b>2934 1/2 Beverly Glen Circle</b> <b>Suite 405</b> <b>Sherman Oaks, CA 91403</b>	<b>Debtor is Landlord under lease of non-residential</b> <b>real property unit 104</b>
<b>The Cristcat Group, Inc.</b> <b>dba Zingers</b> <b>14724 Ventura Blvd.</b> <b>Suite 1205</b> <b>Sherman Oaks, CA 91403</b>	<b>Debtor is Lessor under lease of cart SW1</b>
<b>The Terminix International Co., LP</b> <b>1856 Pama Lane</b> <b>Las Vegas, NV 89119</b>	<b>Service Contract -Hawaiian Marketplace</b>

In re FX Luxury Las Vegas I, LLC

Case No. \_\_\_\_\_

Debtor

# **SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Thunderbolt Associates, LLC</b> <b>Harley Davidson Cafe</b> <b>Attn: Mark Packer</b> <b>888 7th Avenue</b> <b>New York, NY 10126</b>	<b>Debtor is Landlord under building lease</b>
<b>Timothy Afzali</b> <b>dba Afzalli Fashions</b> <b>10748 Gibbons Moon Drive</b> <b>Las Vegas, NV 89129</b>	<b>Debtor is Landlord under lease of non-residential real property unit 105</b>
<b>Tix4Tonight</b> <b>12001 Ventura Place</b> <b>Suite 340</b> <b>Studio City, CA 91604</b>	<b>Debtor is Landlord under lease of non-residential real property unit 122</b>
<b>Wackenhut</b> <b>628 S. Valley View Blvd. #314</b> <b>Las Vegas, NV 89118</b>	<b>Service Contract</b>
<b>Walgreens - Store#4763</b> <b>1417 Lake Cook Road</b> <b>Deerfield, IL 60015</b>	<b>Debtor is Landlord under lease of non-residential real property unit 3765A</b>
<b>West Coast Wraps</b> <b>5353 West Desert Inn Road</b> <b>Suite 1142</b> <b>Las Vegas, NV 89146</b>	<b>Debtor is Lessor under lease of cart B</b>
<b>Westar Fire Protection, Inc.</b> <b>5875 Service Ct.</b> <b>Las Vegas, NV 89122</b>	<b>Service Contract - Hawaiian Marketplace</b>
<b>WW Lodging Limited, LLC</b> <b>Attn: Sue Eastman</b> <b>1973 Friendship Drive</b> <b>El Cajon, CA 92020</b>	<b>Travelodge Hotel Management Agreement Dated February 1, 2002</b>
<b>Yesco Electric Sign Co.</b> <b>5119 S. Cameron St.</b> <b>Las Vegas, NV 89118</b>	<b>Sign Lease with purchase option/Maintenance Agreement - Hawaiian Marketplace</b>
<b>Yokohama Okadaya</b> <b>3743 South Las Vegas Blvd.</b> <b>Suite 117A</b> <b>Las Vegas, NV 89109</b>	<b>Debtor is Landlord under lease of non-residential real property unit 117-A</b>

B6H (Official Form 6H) (12/07)

In re **FX Luxury Las Vegas I, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>FX Luxury, LLC</b> <b>fka FX Luxury Realty, LLC</b> <b>7935 West Sahara Avenue</b> <b>Suite 102</b> <b>Las Vegas, NV 89117</b> <b>Guarantor Second Lien</b>	<b>Nex Bank</b> <b>c/o Haynes and Boone, LLP</b> <b>Attn: Lenard M. Parkins</b> <b>1221 Avenue of the Americas, 26th Fl.</b> <b>New York, NY 10020</b>
<b>FX Luxury, LLC</b> <b>fka FX Luxury Realty, LLC</b> <b>7935 West Sahara Ave</b> <b>Sutie 102</b> <b>Las Vegas, NV 89117</b> <b>Guarantor First Lien</b>	<b>Landesbank Baden-Wuerttemberg</b> <b>New York Branch</b> <b>280 Park Ave., 31st Fl., West Bldg.</b> <b>Attn: Robert Dowling</b> <b>New York, NY 10017</b>

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continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor(s)

Case No.

Chapter

11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, Mitchell Nelson, President of FX Luxury Las Vegas I, LLC, the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 37 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 21, 2010

Signature /s/ Mitchell Nelson

**Mitchell Nelson, President,  
FX Luxury Las Vegas I, LLC**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court  
District of Nevada**

In re **FX Luxury Las Vegas I, LLC**

Debtor(s)

Case No.

Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$3,610,271.00	Income as of 03/31/10
\$17,260,018.00	January - December 2009
\$19,482,576.00	January - December 2008

**2. Income other than from employment or operation of business**None  
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$95,359.00	Jet Card transferred for cash

**3. Payments to creditors**None  
☒

*Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Koll Canyon Plaza 7935 W. Sahara, Suite 101 Las Vegas, NV 89117	February, 2010	\$13,260.00	

\*Receiver may have made payments to creditors with funds advanced by First Lien Lenders which are not property of the Debtor.

None  
☒

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None  
☒

c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
FX Luxury, LLC, Parent 7935 W. Sahara Ave., Suite 102 Las Vegas, NV 89117	April 20, 2009-April 20, 2010	\$600,236.93*	

\*See breakdown of payments attached

**4. Suits and administrative proceedings, executions, garnishments and attachments**None  
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Landesbank Baden-Wurttemberg, New York Branch vs FX Luxury Las Vegas I, LLC, FX Luxury Las Vegas II, LLC, et al, Case No. A-09-591831-B	Complaint for Declaratory Relief and to Appoint Receiver	In the Eighth Judicial District Court, Clark County Nevada	Pending
Nexbank, SSB v. Landesbank Baden Wurttemberg, New York Branch, et al., Case No. 1:09-cv-09422-CM	Breach of Intercreditor Agreement	United States District Court, Southern District of New York	Dismissed
Metroflag BP, LLC v. 42nd Street Consultants, LLC and Alberta Creco, Case No. A542115	Breach of Contract, Unjust Enrichment, Conversion	Eighth Judicial District Court, Clark County, Nevada	Dismissed
Kyle Freeman vs FX Luxury Las Vegas I, LLC A609195	Negligence - Premises Liability	Eighth Judicial District Court, Clark County, Nevada	Pending
Barbara Ochoa vs Metroflag BP, LLC, et al. A558646	Negligence - Other	Eighth Judicial District Court, Clark County, Nevada	Pending
Dolly De Leon vs Metroflag BP, LLC A546456	Breach of Contract	Eighth Judicial District Court, Clark County, Nevada	Pending
Nancy and Mitch Sever c/o Law Office of Dennis A. Sever, PLLC 2826 South Carriage Lane, Suite 100 Mesa, AZ 85202	Legionnaires Claim		Insurance Claim

None  
☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**None  
☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**None  
☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  
☐

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
Larry L. Bertsch, Receiver Larry L. Bertsch, CPA & Associates, LLP 285 Warm Springs Road, #102 Las Vegas, NV 89119	Eighth Judicial District Court, Clark County Nevada Case No. A-09-591831	June 23, 2009	Nine contiguous tax parcels at the Southeast corner of Las Vegas Boulevard and Harmon Ave. in Clark County, identified as Assessor Parcel Nos. 162-21-301-001, 162-21-301-003, 162-21-301-009, 162-21-301-014, 162-21-301-016, 162-21-301-017, 162-21-301-018, 162-21-301-019 and 162-21-301-020, all revenues therefrom, if any

**7. Gifts**None  
☒

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**None  
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**None  
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Sierra Consulting Group, LLC Two North Central Avenue Suite 700 Phoenix, AZ 85004	11/06/2009	\$10,000.00



NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Greenberg Traurig, LLP 3773 Howard Hughes Parkway Suite 400 Las Vegas, NV 89169	12/30/08 (services rendered in 11/2008)	\$100,455.00
	12/1/2008 - 10/31/09	\$623,297.77
	11/30/2009	\$195,172.20
Brett Torino	4/19/10	\$250,000.00
Robert Sillerman	4/19/10	\$250,000.00
Paul Kanavos	4/20/10	\$250,000.00
Fox Rothschild, LLP 3800 Howard Hughes Parkway Suite 500 Las Vegas, NV 89169	4/20/10	\$1,039.00
	Payor: Greenberg Traurig, LLP	

**10. Other transfers**None  
☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE,  
RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY TRANSFERRED  
AND VALUE RECEIVEDNone  
☒

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER  
DEVICEDATE(S) OF  
TRANSFER(S)AMOUNT OF MONEY OR DESCRIPTION AND  
VALUE OF PROPERTY OR DEBTOR'S INTEREST  
IN PROPERTY**11. Closed financial accounts**None  
☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION

TYPE OF ACCOUNT, LAST FOUR  
DIGITS OF ACCOUNT NUMBER,  
AND AMOUNT OF FINAL BALANCE  
Business checking account number  
0049-6161-2368, final balance zero.  
Business checking account number  
0049-6161-5475, final balance zero.AMOUNT AND DATE OF SALE  
OR CLOSING  
November 20, 2009Bank of America  
101 South Tryon St.  
Charlotte, NC 28255**12. Safe deposit boxes**None  
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK  
OR OTHER DEPOSITORYNAMES AND ADDRESSES  
OF THOSE WITH ACCESS  
TO BOX OR DEPOSITORYDESCRIPTION  
OF CONTENTSDATE OF TRANSFER OR  
SURRENDER, IF ANY

**13. Setoffs**None  
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**None  
☐

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Tenant Security Deposits	Tenant Security Deposits - \$767,133.47 listed on schedule F	Held in Receiver bank account.

**15. Prior address of debtor**None  
☐

If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
3753 Howard Hughes Parkway Suite 101 Las Vegas, NV 89169	FX Luxury Las Vegas I, LLC	November, 2007 through January, 2008
3993 Howard Hughes Parkway Suite 459 Las Vegas, NV 89169	FX Luxury Las Vegas, I, LLC	February, 2009 through July, 2009

**16. Spouses and Former Spouses**None  
☒

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None  
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None  
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	--	-------------------	----------------------

- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	-----------------------

**18 . Nature, location and name of business**

- None ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

- None ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
Lindo Lapitan, Controller  
8045 Rio De Janeiro  
Las Vegas, NV 89128

DATES SERVICES RENDERED  
November, 2007 through March, 2008

Gary McHenry, Controller  
10385 Grassyrock Court  
Las Vegas, NV 89129

April, 2008 through present

- None ☐ b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Ernst & Young	380 Howard Hughes Parkway Suite 1450 Las Vegas, NV 89169	November, 2007 through June, 2009
L.L. Bradford	3441 S. Eastern Ave. Las Vegas, NV 89169	July, 2009 through present

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Landesbank Baden-Wuerttemberg New York Branch 280 Park Avenue, 31st Fl. West Building New York, NY 10017	Fiscal year 2007 and 2008
Credit Suisse, Cayman Islands Branch Eleven Madison Avenue Attn: Agency Group New York, NY 10010	Fiscal year 2007 and 2008

#### 20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

#### 21 . Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
FX Luxury, LLC 7935 West Sahara Avenue Suite 102 Las Vegas, NV 89117	Equity	100%
FXL, Inc. 7935 West Sahara Avenue Suite 102 Las Vegas, NV 89117	Managing member of FX Luxury, LLC, sole member of FX Luxury Las Vegas I, LLC	100% of common interest in FX Luxury, LLC
Flag Luxury Properties, LLC	Owens entire priority interest in FX Luxury, LLC	

- ☐ None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	---

**22 . Former partners, officers, directors and shareholders**

- ☐ None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- ☐ None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

**23 . Withdrawals from a partnership or distributions by a corporation**

- ☐ None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

**24. Tax Consolidation Group.**

- ☐ None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

**25. Pension Funds.**

- ☐ None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 21, 2010Signature /s/Mitchell Nelson  
Mitchell Nelson, President,  
FX Luxury Las Vegas I, LLC

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

## **ATTACHMENT QUESTION 3(c)**

**Transfers from FXLR****FX Luxury****April 20, 2009 through April 20, 2010**

<b>Date</b>	<b>Amount</b>	<b>Comment</b>
4/27/2009	62,100.00	Payroll Transfer
5/12/2009	7,362.21	Payroll Transfer
5/27/2009	32,500.00	Payroll Transfer
7/28/2009	60,595.00	Payroll Transfer
7/31/2009	16,830.00	Expenses funded by Corp
7/31/2009	52,805.00	Expenses funded by Corp
8/11/2009	36,002.63	Payroll Transfer
8/26/2009	34,209.23	Payroll Transfer
9/10/2009	34,030.91	Payroll Transfer
9/24/2009	32,095.76	Payroll Transfer
9/30/2009	7,500.00	Expenses funded by Corp
10/13/2009	25,982.05	Payroll Transfer
10/27/2009	33,593.33	Payroll Transfer
11/12/2009	13,649.90	Payroll Transfer
11/24/2009	15,421.57	Payroll Transfer
12/14/2009	15,184.54	Payroll Transfer
12/23/2009	18,339.66	Payroll Transfer
1/12/2010	14,143.72	Payroll Transfer
1/27/2010	12,693.72	Payroll Transfer
2/11/2010	13,184.83	Payroll Transfer
2/18/2010	13,260.00	Expenses funded by Corp
2/24/2010	20,411.13	Payroll Transfer
3/11/2010	15,648.02	Payroll Transfer
3/28/2010	12,693.72	Payroll Transfer
	<u>600,236.93</u>	

**United States Bankruptcy Court  
District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor(s)

Case No.

Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
FX Luxury, LLC 7935 West Sahara Avenue Suite 102 Las Vegas, NV 89117			100%

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, Mitchell Nelson, the President of **FX Luxury Las Vegas I, LLC** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 21, 2010Signature /s/ Mitchell Nelson

**Mitchell Nelson, President,  
FX Luxury Las Vegas I, LLC**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*



**United States Bankruptcy Court  
District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor(s)

Case No.

Chapter

11

**VERIFICATION OF CREDITOR MATRIX**

I, Mitchell Nelson, President of FX Luxury Las Vegas I, LLC, the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: April 21, 2010

/s/Mitchell Nelson

Mitchell Nelson, President  
FX Luxury Las Vegas I, LLC

FX Luxury Las Vegas I, LLC  
7935 West Sahara Avenue  
Suite 102  
Las Vegas, NV 89117

Adam D. Marshall  
Greenberg Traurig  
3773 Howard Hughes Parkway  
Suite 400 North  
Las Vegas, NV 89169

12345, Inc.  
dba One Stop Market  
5610 South Valley View Blvd.  
Suite 112  
Las Vegas, NV 89118

12345, Inc. dba One Stop Market  
5610 South Valley View Blvd.  
Suite 112  
Las Vegas, NV 89118

7-Eleven  
5820 Stoneridge Mill Road  
Pleasanton, CA 94566

Adventure International  
9703 Newport Court Circle  
Las Vegas, NV 89147

Alarmco, Inc.  
2007 Las Vegas Boulevard South  
Las Vegas, NV 89107

Alpine Springs Bottled Water  
P.O. Box 27775  
Las Vegas, NV 89126-1775

Arelni Modulares  
2000 South Las Vegas Blvd.  
Suite 49  
Las Vegas, NV 89104-2507

Arelni, LLC  
dba Viva Vegas Gifts  
2000 South Las Vegas Blvd.  
Suite 49  
Las Vegas, NV 89104-2507

Arelni, LLC  
2000 South Las Vegas Boulevard  
Suite 49  
Las Vegas, NV 89104-2507

Ariel US, LLC  
604 Cody Pass  
Las Vegas, NV 89128

Avzelli  
10548 Gibbous Moon Drive  
Las Vegas, NV 89129

Barbara Ochoa  
c/o Thomas Christensen, Esq.  
Christensen Law Offices  
1000 S. Valley View Blvd.  
Las Vegas, NV 89107

Beauty Spa, LLC  
3884 Schiff Drive  
Las Vegas, NV 89103

Blatteis & Schnur, Inc.  
1940 Century Park East #200  
Los Angeles, CA 90067

Brownstein Hyatt Farber Schreck, P.C.  
410 Seventeenth St., 22nd Floor  
Denver, CO 80202-4437

Casino Lighting & Sign, Inc.  
3665 W. Diablo Drive  
Las Vegas, NV 89118

Central ATM  
Central Pay Phone  
3210 Ashby Avenue  
Las Vegas, NV 89102

Central Pay Phone  
3210 Ashby Avenue  
Las Vegas, NV 89102

Century Link  
900 Springmill Road  
Mailstop: OHMANJ0101  
Mansfield, OH 44906

Cheng Liu  
6248 Winston Falls Avenue  
Las Vegas, NV 89139

Christian Design Apparel  
9413 Greenville Avenue  
Las Vegas, NV 89134

CIT Technology Fin. Serv., Inc.  
P.O. Box 1638  
Livingston, NJ 07039

Clark County Assessor  
c/o Bankruptcy Clerk  
500 S. Grand Central Pkwy.  
Box 551401  
Las Vegas, NV 89155-1401

Clark County Assessor  
c/o Bankruptcy Clerk  
500 S. Grand Central Pkwy.  
Box 551404  
Las Vegas, NV 89155-1401

Clark County Treasurer  
c/o Bankruptcy Clerk  
500 S. Grand Central Pkwy.  
Box 551220  
Las Vegas, NV 89155-1220

Commerce CRG of Nevada  
3800 Howard Hughes Parkway, #1200  
Las Vegas, NV 89169

Cornejo Landscape  
2333 Cordelia Street  
Henderson, NV 89044

Cover-Up Towel  
8255 S. Las Vegas Blvd. #315  
Las Vegas, NV 89123

Crazy Eli/Fabulous Vegas, LLC  
6130 West Flamingo Road, Suite 402  
Las Vegas, NV 89103

Dept. of Employment, Training & Rehab  
Employment Security Division  
500 East Third St.  
Carson City, NV 89713

Do It Mardi-Gras Style  
8327 Feather Duster Court  
Las Vegas, NV 89113

Dolley De Leon  
2770 Maryland Parkway, #417  
Las Vegas, NV 89109

Doytchev, LLC  
dba Vegas Silver Rings and Opal  
7360 Carrot Ridge Street  
Las Vegas, NV 89139

Dream Car Rentals, Inc.  
3729 South Las Vegas Boulevard, #D  
Las Vegas, NV 89109

Dreams, Inc./Dreambears, LLC  
Two South University Drive  
Suite 325  
Fort Lauderdale, FL 33324

Dreams, Inc./Dreamsport, LLC  
Two South University Drive  
Suite 325  
Fort Lauderdale, FL 33324

Eli Elezia and Pini Cabvz  
d/b/a Photo Lab  
5160 South Valley View Blvd.  
Suite 112  
Las Vegas, NV 89118

Fatburger Corporation  
301 Arizona Avenue, Suite 200  
Santa Monica, CA 90401

Fed Promotion Co.  
623 West Camino Real Avenue  
Arcadia, CA 91077

Fernando Lau  
Fed Promotion  
P.O. Box 2111  
Arcadia, CA 91077

FX Luxury Management, LLC  
c/o FX Real Estate and Entertainment  
Attn: Mitchell J. Nelson, Esq.  
650 Madison Avenue  
New York, NY 10022

FX Luxury, LLC  
fka FX Luxury Realty, LLC  
7935 West Sahara Avenue  
Suite 102  
Las Vegas, NV 89117

G&M Technology  
dba Gadget World  
5688 Wild Olive Street  
Las Vegas, NV 89118

Gary McHenry  
FX Luxury Las Vegas I, LLC  
7935 West Sahara Ave., Suite 102  
Las Vegas, NV 89117

GE Capital Corp.  
P. O. Box 31001-0271  
Pasadena, CA 91110-0271

General Electric Capital Corporation  
1961 Hirst Drive  
Moberly, MO 65270

Haynes & Boone, LLP  
Attn: Lenard M. Parkins  
1221 Avenue of the Americas, 26th Floor  
New York, NY 10022-1007

HGD, Inc.  
dba Tamba Restaurant  
3743 South Las Vegas Blvd.  
Suite 205  
Las Vegas, NV 89109

Higuchi Developer, Inc.  
dba T-Shirts Plus  
5160 S. Valley View Blvd.  
Suite 112  
Las Vegas, NV 89118

Hot Hats  
3160 Batavia Drive  
Las Vegas, NV 89102

Impressive  
4001 South Decatur Blvd.  
Suite 37503  
Las Vegas, NV 89103

Internal Revenue Service  
P.O. Box 21126  
DPN 781  
Philadelphia, PA 19114

ITCO Corporation  
3765 South Las Vegas Blvd.  
Suite B-F  
Las Vegas, NV 89109

JBA Consulting Engineers, Inc.  
5155 West Patrick Lane  
Las Vegas, NV 89118

Jeanette McPherson  
Schwartz & McPherson Law Firm  
2850 S. Jones Blvd. #1  
Las Vegas, NV 89146

Jeff Carlis  
1350 East Flamingo Road #509  
Las Vegas, NV 89119

Jitendra Patel  
dba Ed Hardy Products  
3958 Captain Jon Ave.  
Las Vegas, NV 89104

Kaempfer Crowell Bonner  
3800 Howard Hughes Parkway  
7th Floor  
Las Vegas, NV 89169

Kiran Patel & Alpesh Patel  
dba Lucky Engraving  
2178 Alisa Maria Way  
Las Vegas, NV 89104

Kyle Freeman  
c/o Keith E. Galliher, Jr., Esq.  
The Galliher Law Firm  
1850 E. Sahara Avenue, Suite 107  
Las Vegas, NV 89104

Lali Smoke Shop & Snacks  
3952 Captain Jon Avenue  
Las Vegas, NV 89104

Lamar Advertising Company  
1863 Helm Drive  
Las Vegas, NV 89119

Landesbank Baden-Wurttemberg  
New York Branch  
280 Park Ave., 31st Fl., West Bldg.  
Attn: Robert Dowling  
New York, NY 10017

Larry L. Bertsch  
CPA & Associates  
285 E. Warm Springs Road, #102  
Las Vegas, NV 89119

Laser World  
1517 W. Oakey Blvd.  
Las Vegas, NV 89102

LCGJ Enterprises  
dba Kapit Bahay Filipino Restaurant  
4115 Spring Mountain Road  
Suite 105  
Las Vegas, NV 89102

Lexis Nexis  
1275 Broadway  
Albany, NY 12204

Lochsa Engineering  
6345 South Jones Blvd., Suite 100  
Las Vegas, NV 89118

Lucky Gaming  
3952 Captain Jon Avenue  
Las Vegas, NV 89104

Make Me Laugh  
14004 Palawan Way, PH5  
Marina Del Rey, CA 90292

Malecon Tobacco Company, LLC  
(Partagas Cigar Factory)  
1900 Western Avenue  
Las Vegas, NV 89102

Marriott Ownership Resorts  
6649 Westwood Boulevard  
Orlando, FL 32821

Marriott Ownership Resorts, Inc.  
4530 South Decatur Boulevard  
Las Vegas, NV 89103

Maruti T-Shirts and Caps  
3952 Captain Jon Avenue  
Las Vegas, NV 89104

McDonalds Corporation  
One McDonald's Plaza  
Oak Brook, IL 60523

Modular Space Corporation  
12603 Collections Center Dr.  
Chicago, IL 60693-0126

Nancy and Mitch Sever  
c/o Law Office of Dennis A. Sever, PLLC  
2826 South Carriage Lane, Suite 100  
Mesa, AZ 85202

Nevada Department of Taxation  
Bankruptcy Section  
555 E. Washington Ave., #1300  
Las Vegas, NV 89101

Nevada Dept. of Employment, Training  
Employment Security Division  
500 East Third Street  
Carson City, NV 89713



New Borrower  
c/o Bryan Cave  
1290 Avenue of the Americas  
Attn: Bradford B. Lavender  
New York, NY 10104-3300

Nex Bank  
c/o Haynes and Boone, LLP  
Attn: Lenard M. Parkins  
1221 Avenue of the Americas, 26th Fl.  
New York, NY 10020

NexBank, SSB  
Attn: Jeff Scott  
13455 Noel Road, Suite 2220  
Dallas, TX 75240

Office Depot Credit Plan  
P.O. Box 689020  
Des Moines, IA 50368-9020

Paramount Marketing Consultants, Inc.  
6400 North Andrews Avenue  
Suite 280  
Fort Lauderdale, FL 33309

Randolph L. Howard, Esq.  
Kolesar & Leatham, Chtd.  
3320 W. Sahara Ave. #380  
Las Vegas, NV 89102

Rant and Rave  
11271 Ventura Blvd., Suite 453  
Studio City, CA 91604

Raptor, LLC  
dba NYS Sunglasses  
10125 Somerdale Court  
Las Vegas, NV 89148

Recall  
One Recall Center  
180 Technology Pkwy.  
Norcross, GA 30092

Renee Robillard  
FX Luxury Las Vegas I, LLC  
7935 West Sahara Ave., Suite 102  
Las Vegas, NV 89117

S&W of Las Vegas, LLC  
The Smith & Wollensky Restaurant Goup  
Attn: Eugene Zuriff  
1114 First Avenue  
New York, NY 10021

Sahara Land, Inc.  
dba Alan Albert's Steak House  
3763 South Las Vegas Blvd.  
Suite EE  
Las Vegas, NV 89109

Sarja Narang  
Leather Look's  
3755 South Las Vegas Blvd.  
Suite 103  
Las Vegas, NV 89109

Schindler Elevator Corporation  
6265 South Valley View Blvd., Suite H  
Las Vegas, NV 89118-6812

Shearman & Sterling LLP  
599 Lexington Avenue  
Attn: Robert Fagiola/Michael Torkin  
New York, NY 10022

Siemens Fire Service, Inc.  
c/o Siemens Building Technologies, Inc.  
6295 S. Pearl St., Suite 200  
Las Vegas, NV 89120

Sketchers III/Nevada Cell  
639 Oakmont Avenue  
Las Vegas, NV 89109

Sketchers IV/Nevada Cell  
639 Oakmont Avenue  
Las Vegas, NV 89109

Snell & Wilmer LLP  
One Arizona Center  
Phoenix, AZ 85004

Southwest Building Repair  
420 N. Nellis Blvd.  
#A, PMB #269  
Las Vegas, NV 89110

Stanley Convergent  
aka A-1 Security  
817 South First Street  
Las Vegas, NV 89101

State of Nevada Dept. of  
Motor Vehicles  
Attn: Legal Division  
555 Wright Way  
Carson City, NV 89711

Sunglass Hut International  
4000 Luxottica Place  
Mason, OH 45040

The Cristcat Group, Inc.  
dba Zingers  
2934 1/2 Beverly Glen Circle  
Suite 405  
Sherman Oaks, CA 91403

The Cristcat Group, Inc.  
dba Zingers  
14724 Ventura Blvd.  
Suite 1205  
Sherman Oaks, CA 91403

The Flashing Company, Inc.  
dba Flash Wear  
1925 Kalakaua Avenue #1403  
Honolulu, HI 96815

The Terminix International Co., LP  
1856 Pama Lane  
Las Vegas, NV 89119

Thunderbolt Associates, LLC  
Harley Davidson Cafe  
Attn: Mark Packer  
888 7th Avenue  
New York, NY 10126

Timothy Afzali  
dba Afzalli Fashions  
10748 Gibbons Moon Drive  
Las Vegas, NV 89129

Tix4Tonight  
12001 Ventura Place  
Suite 340  
Studio City, CA 91604

United States Trustee  
300 Las Vegas Blvd. South #4300  
Las Vegas, NV 89101

Vanity Engraving Station  
3952 Captain Jon Avenue  
Las Vegas, NV 89104

Wackenhut  
628 S. Valley View Blvd. #314  
Las Vegas, NV 89118

Walgreens - Store#4763  
1417 Lake Cook Road  
Deerfield, IL 60015

Wendy J. Ferriter  
FX Luxury Las Vegas I, LLC  
7935 West Sahara Ave., Suite 102  
Las Vegas, NV 89117

West Coast Wraps  
5353 West Desert Inn Road  
Suite 1142  
Las Vegas, NV 89146

Westar Fire Protection, Inc.  
5875 Service Ct.  
Las Vegas, NV 89122

Westlodge Hospitality, Inc.  
dba Travelodge  
1825 Gillespie Way, Suite 101  
El Cajon, CA 92020

WW Lodging Limited, LLC  
Attn: Sue Eastman  
1973 Friendship Drive  
El Cajon, CA 92020

Yesco Electric Sign Co.  
5119 S. Cameron St.  
Las Vegas, NV 89118

Yokahama Okadaya  
3743 South Las Vegas Blvd.  
Suite 117A  
Las Vegas, NV 89109

Yokohama Okadaya  
3743 South Las Vegas Blvd.  
Suite 117A  
Las Vegas, NV 89109

York Holmes Consulting, Inc.  
PO Box 1278  
Hermosa Beach, CA 90254

Young Electric Sign Company  
P.O. Box 11676  
Tacoma, WA 98411

YWS Architects  
5005 West Patrick Lane  
Las Vegas, NV 89118

**United States Bankruptcy Court  
District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor(s)

Case No.

Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for FX Luxury Las Vegas I, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**FX Luxury, LLC**  
**7935 West Sahara Avenue**  
**Suite 102**  
**Las Vegas, NV 89117**

☐ None [Check if applicable]

April 21, 2010

Date

/s/ Deanna L. Forbush

Deanna L. Forbush

Signature of Attorney

Counsel for FX Luxury Las Vegas I, LLC

Fox Rothschild, LLP

3800 Howard Hughes Parkway

Suite 500

Las Vegas, NV 89169

702-262-6899 Fax:702-597-5503

Name, Address, Telephone No. &amp; I.D. No.

Deanna L. Forbush  
 NV Bar 6646  
 Fox Rothschild, LLP  
 3800 Howard Hughes Parkway  
 Suite 500  
 Las Vegas, NV 89169  
 702-262-6899

**UNITED STATES BANKRUPTCY COURT**  
 District of Nevada

In Re  
 FX Luxury Las Vegas I, LLC

Debtor(s)

BANKRUPTCY NO.  
 CHAPTER NO. 11

**DECLARATION RE: ELECTRONIC FILING OF PETITION  
 SCHEDULES, STATEMENTS AND PLAN (if applicable)**

**PART I - DECLARATION OF PETITIONER**

I [We] Mitchell Nelson and \_\_\_\_\_, the undersigned debtor(s) hereby declare under penalty of perjury that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules, amendments and plan (if applicable) as indicated above is true and correct. I consent to my attorney filing my petition, this declaration, statements, schedules and plan (if applicable) as indicated above to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

- ☐ If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 or 13. I am aware that I may proceed under chapter 7, 11, 12, or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 or 13. I request relief in accordance with the chapter specified in this petition.
- ☒ [If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: April 21, 2010

Signed: /s/ Mitchell Nelson  
Mitchell Nelson, President  
FX Luxury Las Vegas I, LLC  
 (Applicant)

**PART II - DECLARATION OF ATTORNEY**

I, the attorney for the petitioner named in the foregoing petition, declare that, I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: April 20, 2010

Signed: /s/ Deanna L. Forbush  
Deanna L. Forbush, Esq.  
 Attorney for Debtor(s)

**United States Bankruptcy Court  
District of Nevada**

In re FX Luxury Las Vegas I, LLC

Debtor(s)

Case No.

Chapter

11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept .....	\$	<u>0.00</u>
Prior to the filing of this statement I have received .....	\$	<u>0.00</u>
Balance Due .....	\$	<u>0.00</u>

2. \$ 1,039.00 of the filing fee has been paid.
3. The source of the compensation paid to me was:  
☒ Debtor      ☐ Other (specify):
4. The source of compensation to be paid to me is:  
☒ Debtor      ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.  
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - d. [Other provisions as needed]
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: April 21, 2010/s/Deanna L. Forbush

Deanna L. Forbush, Esq.

FOX ROTHSCHILD, LLP

3800 Howard Hughes Parkway, Suite 500

Las Vegas, NV 89169